

EXHIBIT C

PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
Delphi Corporation, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO PROSECUTE THE DEBTORS' CLAIMS
AND DEFENSES AGAINST GENERAL MOTORS CORPORATION AND
CERTAIN FORMER OFFICERS OF THE DEBTORS**

Upon the Motion for an Order Authorizing the Official Committee of Unsecured Creditors to Prosecute the Debtors' Claims and Defenses Against General Motors Corporation and Certain Former Officers of the Debtors (the "Motion")¹⁰ and upon consideration of the supporting papers and the files and records in these cases, and upon the arguments and testimony presented at the hearing before the Court (if any), and any objections to the Motion having been withdrawn or overruled on the merits, this Court finds and concludes that: (a) the Court has jurisdiction over the subject matter of the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (c) the legal and factual bases set forth in the Motion and on the record at the hearing (if any) establish just cause for the relief granted herein; (d) the Claims and Defenses against the Defendants set forth in the Complaint and other Claims and Defenses represent colorable claims for relief that, on appropriate proof, would support recovery to the benefit of the Debtors, their estates and their creditors; (e) the Debtors unjustifiably failed to pursue the Claims and Defenses forth in the

¹⁰ All capitalized terms not otherwise defined herein shall have the meanings ascribed in the Motion or the Complaint attached thereto.

Complaint and other Claims and Defenses against the Defendants; and (f) proper and adequate notice of the Motion has been provided and no other or further notice is necessary.

Based on the above findings and conclusions, and after due deliberation and good and sufficient cause appearing therefor, it is hereby:

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to sections 1103(c)(5) and 1109(b) of the Bankruptcy Code, the Committee is authorized in its discretion to file, serve and prosecute on behalf of the Debtors' estates the Complaint, as it may be amended, against General Motors Corporation and the individual defendants named therein, and is authorized in its discretion to file, serve and prosecute all other actions, objections and rights against General Motors Corporation and the individual defendants arising from or related to the Claims and Defenses that are property of the Debtors' estates; and it is further

ORDERED that the Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Dated: New York, New York
_____, 2006

UNITED STATES BANKRUPTCY JUDGE

NYV1161787.19